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15 UNITED STATES DISTRICT COURT  
16 NORTHERN DISTRICT OF CALIFORNIA  
17 SAN FRANCISCO DIVISION

18 WAYMO LLC,  
19 Plaintiff,  
20 v.  
21 UBER TECHNOLOGIES, INC.,  
22 OTTOMOTTO LLC; OTTO TRUCKING LLC,  
23 Defendants.

Case No. 3:17-cv-00939-WHA

**DEFENDANTS' ADMINISTRATIVE  
MOTION TO FILE UNDER SEAL  
PORTIONS OF THEIR OPPOSITION  
TO WAYMO'S MOTION TO  
COMPEL PRODUCTION OF  
DOCUMENTS AND RESPONSES TO  
EXPEDITED INTERROGATORIES  
AND EXHIBITS THERETO  
(DKT. 681-3)**

Pursuant to Civil Local Rules 7-11 and 79-5, Defendants Uber Technologies, Inc. and Ottomotto LLC (“Defendants”) submit this motion for an order to file under seal Their Opposition to Waymo’s Motion to Compel Production of Documents and Responses to Expedited Interrogatories and Exhibits Thereto. Specifically, Defendants request an order granting leave to file under seal the confidential portions of the following documents:

Document	Portions to Be Filed Under Seal	Designating Party
Opposition to Waymo’s Motion to Compel (“Opposition”)	Highlighted Portions	Defendants (blue/yellow) Plaintiff (green)
Exhibit 3	Entire Document	Plaintiff
Exhibit 4	Highlighted Portions	Defendants
Exhibit 5	Highlighted Portions	Defendants
Exhibit 6	Highlighted Portions	Defendants
Exhibit 7	Highlighted Portions	Defendants

Some of Defendants’ highlighted portions of the Opposition identify specific software modules described in highly confidential Disclosure Schedules to the Put Call Agreement (Dkt. 515-11). These Disclosure Schedules were filed entirely under seal, and the Court granted sealing at Dkt. 707. Here, the identification of software modules reveals technical features developed by Ottomotto LLC and acquired by Uber. This highly confidential information is not publicly known, and their confidentiality is strictly maintained. This information could be used by competitors or counterparties to Uber’s detriment, including to gain an advantage over Uber in development strategy. For example, disclosure of Uber and Ottomotto’s LiDAR-related technical features would allow competitors to understand Uber’s LiDAR development and strategy, and allow them to tailor their own LiDAR development. If such information were made public, Uber’s competitive standing could be significantly harmed. (Declaration of Michelle Yang in Support of Defendants’ Administrative Motion to File Documents Under Seal (“Yang Decl.”) ¶ 3.)

1 In addition, some of Defendants' highlighted portions of the Opposition contain highly  
2 confidential and sensitive business information regarding financial, compensation, and  
3 employment terms. This information is not publicly known, and their confidentiality is strictly  
4 maintained. This information could be used by competitors to Uber's detriment, by using this  
5 information to gain an advantage over Uber in employment negotiations in a competitive market  
6 for talent. Disclosure of this information would allow competitors to tailor their employment  
7 offers during negotiations. If such information were made public, Uber's competitive standing  
8 could be significantly harmed. (Yang Decl. ¶ 4.)

9 The green-highlighted portions of the Opposition, as well as the entirety of Exhibit 3,  
10 contain technical information that has been designated by Waymo as either confidential or highly  
11 confidential. (Yang Decl. ¶ 5.)

12 The highlighted portions on pages 3-4 of Exhibit 4 contain highly confidential information  
13 regarding business agreement terms, including detailed information about the structure, timing,  
14 and funding of a business agreement. These portions refer directly to highly confidential parts of  
15 an acquisition agreement that this Court recently ordered sealed (Dkt. 707). In addition, the  
16 highlighted portions on pages 5-8 of Exhibit 4 contain highly confidential information directly  
17 referring to a separate business agreement, which this Court recently ordered sealed in its entirety  
18 (Dkt. 707). This highly confidential information is not publicly known, and their confidentiality  
19 is strictly maintained. If this information were to be released to the public, Defendants'  
20 competitors and counterparties would have insight to how Defendants structured their business  
21 agreements, which would allow them to tailor their own business negotiation strategy.  
22 Defendants' competitive standing could significantly be harmed. (Yang Decl. ¶ 6.)

23 The highlighted portions in Exhibit 5 contain highly confidential information regarding  
24 the employment and compensation terms of Anthony Levandowski. This information is not  
25 publicly known, and their confidentiality is strictly maintained. This information could be used by  
26 competitors to Uber's detriment, by using this information to gain an advantage over Uber in  
27 employment negotiations in a competitive market for talent. Disclosure of this information would  
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1 allow competitors to tailor their employment offers during negotiations. If such information were  
 2 made public, Uber's competitive standing could be significantly harmed. (Yang Decl. ¶ 7.)

3 The highlighted portions of Exhibit 6 is a deposition transcript excerpt that contains  
 4 confidential information referring to delivery terms in a business agreement with Mr.  
 5 Levandowski. This highly confidential information is not publicly known, and its confidentiality  
 6 is strictly maintained. If this information were to be released to the public, competitors could  
 7 gain insight to Uber's LiDAR development strategy, particularly with respect to delivery terms,  
 8 and Uber's competitive standing could be significantly harmed. (Yang Decl. ¶ 8.)

9 The highlighted portions of Exhibit 7 contain information regarding the identity of a  
 10 confidential third party vendor for Uber's LiDAR, which is subject to a non-disclosure  
 11 agreement. Defendants are contractually bound to maintain the confidentiality of this third  
 12 party's identity. This information could be used by Uber's competitors to obtain an advantage in  
 13 understanding Uber's work with LiDAR and allow them to tailor their own LiDAR development  
 14 strategy. (Yang Decl. ¶ 9.)

15 Pursuant to Civil Local Rule 79-5(d)(2), Defendants will lodge with the Clerk the  
 16 documents at issue, with accompanying chamber copies.

17 Defendants served Waymo with this Administrative Motion to File Documents Under  
 18 Seal on June 27, 2017.

19 For the foregoing reasons, Defendants request that the Court enter the accompanying  
 20 Proposed Order granting Defendants' Administrative Motion to File Documents Under Seal and  
 21 designate the service copies of these documents as "HIGHLY CONFIDENTIAL –  
 22 ATTORNEYS' EYES ONLY."

23 Dated: June 27, 2017

MORRISON & FOERSTER LLP

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 25 By: /s/Arturo J. González  
 ARTURO J. GONZÁLEZ

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 27 Attorneys for Defendants  
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